

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM D

38997

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OMB APPROVAL

SEC USE ONLY						
Prefix	Serial I					
DATE RECEIVED						

# NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

Name of Offering ( check if this is an amendment and name has changed, and indicate change.)								
LightPath Technologies, Inc. — 2007 Common Stock and Common Stock Warrant Transaction								
Filing Under (Check box(es) that apply): ☐ Rule 504 ☐ Rule	e 505 🗷 Rule 506 🔲 Section 4(6) 🔲 ULOE							
Type of Filing:  New Filing  Amendment								
A. BASIC IDENTIFIC	CATION DATA HILLIAM HI							
Enter the information requested about the issuer								
Name of Issuer ( check if this is an amendment and name has changed	, and indicate change.)							
LightPath Technologies, Inc.	07075927							
Address of Executive Offices (Number and Street, City St	ate, Zip Code) Telephone Number (menuming rates code)							
2603 Challenger Tech Court, Suite 100, Orlando, Florida 32826	(407) 382-4003							
Address of Principal Business Operations (Number and Street, City St	tate, Zip Code) Telephone Number (Including Area Code)							
(if different from Executive Offices)								
same as Executive Offices	same as Executive Offices							
Brief Description of Business	5							
LightPath Technologies, Inc. manufactures, designs, develops, a	nd distributes optical components and higher level							
assemblies used to produce products that manipulate light.	PROCESSED							
Type of Business Organization								
	dy formed other (please spe SEP: 1 3 2007							
☐ business trust ☐ limited partnership, to be	formed							
Month								
Actual or Estimated Date of Incorporation or Organization: 0 6	9 2 E Actual   Estimated ANCIAL							
Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. I	Postal Service abbreviation for State:							
	other foreign jurisdiction)							

### GENERAL INSTRUCTIONS

Federal: Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This Notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

#### ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1972 (6-02)

2. Enter	the information	on requested of t	he following:	· ***							
• Each promoter of the issuer, if the issuer has been organized within the past five years;											
•	<ul> <li>Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% more of a class of equity securities of the issuer;</li> <li>Each executive officer and director of corporate issuers and of corporate general and managing partners of</li> </ul>										
•		utive officer and issuers; and	director of corporate iss	uers and of corporate ger	neral and manag	ging p	partners of				
•	Each gene	ral and managin	g partner of partnership i	issuers.							
Check Box(es)	that Apply:	☐ Promoter	☐ Beneficial Owner	<b>■</b> Executive Officer	■ Director		General and/or Managing Partner				
Full Name (Las	t name first,	if individual)	, , , , , , , , , , , , , , , , , , ,								
Brizel, Ke	nneth										
Business or Re	sidence Addr	ess (Number and	Street, City, State, Zip	Code)							
2603 Chal	lenger Tech	Court, Suite 10	0, Orlando, Florida 328	326							
Check Box(es)	that Apply:	☐ Promoter	☐ Beneficial Owner	Executive Officer	☐ Director		General and/or Managing Partner				
Full Name (Las	st name first,	if individual)									
Cipolla, D	orothy M.										
Business or Re	sidence Addr	ess (Number and	d Street, City, State, Zip	Code)							
2603 Chal	lenger Tech	Court, Suite 10	0, Orlando, Florida 32	826							
Check Box(es)	that Apply:	☐ Promoter	☐ Beneficial Owner	■ Executive Officer	Director		General and/or Managing Partner				
Full Name (Las	st name first,	if individual)									
Magos, Ja	mes										
Business or Re	sidence Addr	ess (Number and	Street, City, State, Zip	Code)							
2603 Chal	lenger Tech	Court, Suite 10	0, Orlando, Florida 32	826	<del> </del>						
Check Box(es)	that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	■ Director		General and/or Managing Partner				
Full Name (Las	st name first,	if individual)									
Silverman	, Gary										
Business or Re	sidence Addr	ess (Number and	d Street, City, State, Zip	Code)							
2603 Chal	lenger Tech	Court, Suite 10	0, Orlando, Florida 32	826	. <u></u>						
Check Box(es)	that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☑ Director		General and/or Managing Partner				
Full Name (Las	st name first,	if individual)									
Ripp, Rob	ert										
Business or Re	sidence Addr	ess (Number and	d Street, City, State, Zip	Code)							
2603 Chal	lenger Tech	Court, Suite 10	0, Orlando, Florida 32	826							

A. BASIC IDENTIFICATION DATA

(Use blank sheet, or copy and use additional copies of this sheet, as necessary)

#### A. BASIC IDENTIFICATION DATA 3 Enter the information requested of the following: Each promoter of the issuer, if the issuer has been organized within the past five years; Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% more of a class of equity securities of the issuer; Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and Each general and managing partner of partnership issuers. ☑ Director ☐ Beneficial Owner ☐ Executive Officer General and/or Check Box(es) that Apply: ☐ Promoter Managing Partner Full Name (Last name first, if individual) Bruggeworth, Robert Business or Residence Address (Number and Street, City, State, Zip Code) 2603 Challenger Tech Court, Suite 100, Orlando, Florida 32826 ☐ Executive Officer ☑ Director General and/or Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner Managing Partner Full Name (Last name first, if individual) Khan, Sohail Business or Residence Address (Number and Street, City, State, Zip Code) 2603 Challenger Tech Court, Suite 100, Orlando, Florida 32826 ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☑ Director General and/or Check Box(es) that Apply: Managing Partner Full Name (Last name first, if individual) Brueck, Dr. Steven Business or Residence Address (Number and Street, City, State, Zip Code) 2603 Challenger Tech Court, Suite 100, Orlando, Florida 32826 ☐ Promoter ☐ Executive Officer ☑ Director General and/or Check Box(es) that Apply: ☐ Beneficial Owner Managing Partner Full Name (Last name first, if individual) Leeburg, Louis Business or Residence Address (Number and Street, City, State, Zip Code) 2603 Challenger Tech Court, Suite 100, Orlando, Florida 32826 ■ Beneficial Owner ☐ Executive Officer ☐ Director General and/or Check Box(es) that Apply: ☐ Promoter **Managing Partner** Full Name (Last name first, if individual) Berg, Carl E. Business or Residence Address (Number and Street, City, State, Zip Code) 10050 Bandley Drive, Cupertino, California 94014

#### A. BASIC IDENTIFICATION DATA 4 Enter the information requested of the following: Each promoter of the issuer, if the issuer has been organized within the past five years; Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% more of a class of equity securities of the issuer; Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and Each general and managing partner of partnership issuers. ☐ General and/or Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ■ Executive Officer ☐ Director **Managing Partner** Full Name (Last name first, if individual) Gaynor, James Business or Residence Address (Number and Street, City, State, Zip Code) 2603 Challenger Tech Court, Suite 100, Orlando, Florida 32826 **区** Executive Officer ☐ Director General and/or Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner **Managing Partner** Full Name (Last name first, if individual) Wu, Zhouling (Joe) Business or Residence Address (Number and Street, City, State, Zip Code) 2603 Challenger Tech Court, Suite 100, Orlando, Florida 32826 ☐ Beneficial Owner ☐ Executive Officer ☐ Director General and/or Check Box(es) that Apply: ☐ Promoter Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) ☐ Beneficial Owner ☐ Executive Officer ☐ Director General and/or Check Box(es) that Apply: ☐ Promoter Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) ☐ Beneficial Owner ☐ Executive Officer ☐ Director General and/or Check Box(es) that Apply: ☐ Promoter Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code)

<u>.</u> , .	,			<b>B.</b> I	NFORMA	TION AE	OUT OF	FERING				
1. Has ti	he issuer so	old, or does			=			in this off nder ULOE.	_	Yes		No ⊠
2. What	is the mini	imum inve	stment tha	t will be ac	cepted fro	m any indi	ividual?			\$	10,00	0
	What is the minimum investment that will be accepted from any individual?  Does the offering permit joint ownership of a single unit?											Vo ⊠
4. Enter similar an ass												
Full Name	(Last nan	ne first, if i	ndividual)									
First	Montauk	Securities	Corp.									
Business	or Residen	ce Address	(Number	and Street	City, Stat	e, Zip Cod	e)					_
		prings Ro		0, Red Ba	nk, New J	Jersey 077	01					-
Name of A	Associated	Broker or	Dealer									
		on Listed										
(Chec	k "All Stat	tes" or che		ıal states)					••••	•••••		Il States
AL 🗖	ak 🏻	AZ 🗖	AR □	CA 🗵	со 🗖	ст 🗖	DE 🗆	DC 🗖	FL 🗖	GA 🗷	ні 🗖	ID 🗖
IL 🗆	in $\square$	IA 🗆	ks □	кү 🗖	LA 🗖	ME 🗖	MD □	ма 🗆	мі 🗀	ми 🗖	MS □	мо 🗆
мт 🗆	NE 🗆	NV 🗖	ин □	NJ 🗷	им 🗖	NY 🗷	NC $\square$	ND 🗆	он 🗖	ок 🗆	OR □	PA 🗖
RI 🗆	sc 🗆	SD 🗖	TN 🗖	TX 🗖	ит 🗖	VT 🗆	VA 🗆	wa 🗖	wv 🗆	wı 🗆	wy 🗖	PR 🗀
Full Name	(Last nan	ne first, if i	ndividual)									
Business	or Residen	ce Address	(Number	and Street	, City, Stat	e, Zip Cod	e)					
Name of A	Associated	Broker or	Dealer									
States in V	Which Pers	on Listed	Has Solicit	ted or Inter	nds to Soli	cit Purchas	ers					
(Chec	k "All Sta	tes" or che	ck individu	ual states).	***************************************	••••••		•••••			🗆 А	Il States
AL 🗆	ак 🗆	AZ 🗖	ar 🗆	CA 🗖	со 🗖	ст 🛘	DE 🗆	DC 🗖	FL 🗖	GA □	ні 🗖	ID 🗆
IL 🖸	IN 🗖	IA 🗆	ks □	кү 🗆	LA 🗖	ме □	мр □	ма 🗆	мі 🗆	MN □	MS □	мо 🗖
мт 📮	NE 🗆	NV 🗆	ин □	ил 🗖	им 🗆	NY 🗖	NC 🗆	ND 🗆	он 🗆	ок 🛘	or 🗆	РА 🗆
RI 🗖	sc □	sd □	TN 🗆	тх 🗆	UT 🗆	VT 🗖	VA 🗆	wa 🗆	wv 🗆	wi 🗆	wy 🗆	PR 🗖

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

Ĭ:	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box $\square$ and indicate in the columns below the amounts of the securities for exchange and already exchanged.		Aggregate			Amount
	Type of Security	C	Aggregate Offering Price			ready Sold
	Debt	\$		_ :	\$_	<del> </del>
	Equity	\$	3,200,000	_ :	\$	3,200,000
	☑ Common ☐ Preferred					
	Convertible Securities (including warrants)	\$	1,760,000	_ ;	\$_	0
	Partnership Interests	\$		_	§ _	
	Other (Specify)	. \$		_ :	\$_	
	Total		4,960,000	_ :	\$	3,200,000
	Answer also in Appendix, Column 3, if filing under ULOE.			_		
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if the answer is "none" or "zero."		Number Investors		Dol	Aggregate llar Amount Purchases
	Accredited Investors		14	_	\$_	3,200,000
	Non-accredited Investors			_	\$_	
	Total (for filings under Rule 504 only)			_	\$ _	
	Answer also in Appendix, Column 4, if filing under ULOE.					
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C – Question 1.		Type of		Dol	llar Amount
	Type of Offering		Security			Sold
	Rule 505				\$	
	Regulation A				\$ _	
	Rule 504			_	\$_	
	Total			_	\$_	
4.	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.					
	Transfer Agent's Fees		_		\$	<del></del>
	Printing and Engraving Costs			_	\$	
	Legal Fees			_	\$	35,000
	Accounting Fees				\$	8,000
	Engineering Fees		_		\$	103.000
	Sales Commissions (specify finders' fees separately)	•••••	<b>.</b>	J	\$	192,000
	Other Expenses (identify)				\$	
	Total	•••••	<u>x</u>	j	\$	235,000

OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

C.

· · · · · · · · · · · · · · · · · · ·							
b. Enter the difference between the aggregate offering and total expenses furnished in response to Part C — C proceeds to the issuer."	Question 4.a. This difference is the "	adjuste	d gro	oss		\$	4,725,000
Indicate below the amount of the adjusted gross proceused for each of the purposes shown. If the amount for check the box to the left of the estimate. The total of proceeds to the issuer set forth in response to Part C - Qu	any purpose is not known, furnish at the payments listed must equal the	n estin	nate a	nd			
				Payments to Officers, Directors, & Affiliates			ments To Others
Salaries and fees		. 🗖	\$_		_ 🗆	<b>\$</b>	
Purchase of real estate		. $\square$	\$_		_ 🗆	\$	
Purchase, rental or leasing and installation of mach	inery and equipment	. $\square$	\$_		_ 🗆	\$	
Purchase, rental or leasing and installation of machinery and equipment		_ □	\$				
offering that may be used in exchange for the asset	s or securities of another		\$			\$	
			<u> </u>			· —	
			\$_ \$				4,725,000
			\$ \$				,,
Column Totals			\$_ \$_	<u> </u>	_ E	\$ \$ 4,7	4,725,000 25,000
	D. FEDERAL SIGNATURE			•			
The issuer has duly caused this notice to be signed by the ignature constitutes an undertaking by the issuer to furn information furnished by the issuer to any non-accredited in the instance of the issuer to any non-accredited in the instance of the inst	ish to the U.S. Securities and Exchainvestor pursuant to paragraph (b)(2)	nge C	ommi	ission, upon v	vritten		
ssuer (Print or Type) LightPath Technologies, Inc.	Signature John M. M.	lle		D	ate	8/31	107
Name of Signer (Print or Type)	Title of Signer (Print or Type) //					,	
Dorothy Cipolla	Chief Financial Officer U						
	ATTENTON						
ntentional misstatements or omissions of fact cor	ATTENTION ATTENTION	ns. (S	ee 1	8 U.S.C. 100	)1.)		
mentional illipitatements of Ollipsions of fact CO	ioricato igualmi al IIIIIIIII I IVIAUIV	<i>f</i> ~		IU			

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

		D. STATE SIGNATURE						
1	• •	sently subject to any of the disqualification provisions of Yes  No  No						
	See	Appendix, Column 5, for state response.						
2.	The undersigned issuer hereby undertakes to a Form D (17 CFR 239.500) at such times as re-	furnish to any state administrator of any state in which this notice is filed a notice on quired by state law.						
3.	The undersigned hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.							
4.	The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform Limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.							
	e issuer has read this notification and knows the dersigned duly authorized person.	e contents to be true and has duly caused this notice to be signed on its behalf by the						
Iss	uer (Print or Type)	Signature // Date						
	LightPath Technologies, Inc.	6/31/07						
Na	me (Print or Type)	Title (Printlor Type)						
	Dorothy Cipolla	Chief Financial Officer						

## Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

# APPENDIX

· 1·	;	2	3			4			
	Intend to non-actinvestors	to sell ccredited s in State -Item 1)	Type of security and aggregate offering price offered in State (Part C-Item 1)		Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)				
State	Yes	No		Number of Accredited Investors	Amount	Number of Non- Accredited Investors	Amount	Yes	No
AL		<b>X</b>						ļ	ļ
AK		×						<u> </u>	ļ
AZ		×			·				ļ
AR		×							ļ. <u> </u>
CA		×	\$4,960,000	4	\$1,050,000	0	0		X
CO		×	* ****			ļ <u>-</u>			<u> </u>
CT	1	×							<b></b>
DE		×		ļ		<u> </u>			<u> </u>
DC		×							ļ
FL		×						<u> </u>	<u> </u>
GA		×	\$4,960,000	1	\$160,000	0	0	1	×
HI		×							ļ
ΪD		×							
<u>IL</u>		×						ļ,.	<del> </del>
IN		×						ļ	<del> </del>
IA		×						<u> </u>	<del>                                     </del>
KS	<u> </u>	×			<del></del>				
KY	ļ	×		<b></b>				<del> </del>	<del> </del>
LA	ļ	×							ļ
ME	ļ <u>.</u>	×							
MD	<u> </u>	X						-	
MA		X		-				ļ	-
MI	ļ	×		ļ					ļ
MN		X							<u> </u>
MS		×						<u> </u>	<del>                                     </del>
MO	<u> </u>	×		<del>                                     </del>				<del> </del>	+
MT	<u> </u>	×		<del> </del>		-	-		+
NE NV	-	× ×				-		<u> </u>	<del> </del>
NH		×			<del></del>	-			<del> </del>
NH	<del> </del>		\$4,960,000	1	\$50,000	0	0	<del>                                     </del>	×
NM	<del> </del>	×	μ φ <del>4,</del> 700,000	1	\$20,000		<del>                                     </del>	<del> </del>	
NY			\$4,960,000	6	\$1,290,000	0	0		区
NC		×	J 47,700,000	<del> </del>	φ1,430,000		<del>                                  </del>	<del>                                     </del>	<del>  = =</del>
ND	··-	×					<del> </del>	<del>                                     </del>	<del> </del>
OH	<del> </del>	×				<del>                                     </del>		-	<del> </del>
OK	<del> </del>	×			••		<del></del>	<del> </del> -	+
OR	<del> </del>	×		<del>                                     </del>			<del> </del>		†
PA	<del> </del>	×		1				<del> </del>	<del> </del>
RI	<del> </del>	X					<del> </del>	1	+
SC	<del>                                     </del>	×		<del>                                     </del>				1	<del>                                     </del>
			1	l			1	L	1

APPENDIX										
- 1.	1, 1, 2 3									
	Intend to sell to non-accredited investors in State (Part B-Item 1)  Type of sec and aggre offering p offered in State (Part C-Ite			Type of investor and amount purchased in State (Part C-Item 2)				Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)		
State	Yes	No		Number of Accredited Investors	Amount	Number of Non- Accredited Investors	Amount	Yes	No	
SD		×								
ΊN		×								
TX		×								
UT		×								
VT		×						ļ <u>.</u>		
VA		×						ļ		
WA		×								
WV		×							<u> </u>	
WI		×						ļ		
WY		×			<u>.</u>					
PR		×		]				<u> </u>		

